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DAMON R. TALLEY

ATTORNEY AT LAW

December 20, 2005

Ms. Beth O'Donnell
Executive Director
Public Service Commission
P.O. Box 615
Frankfort, KY 40602

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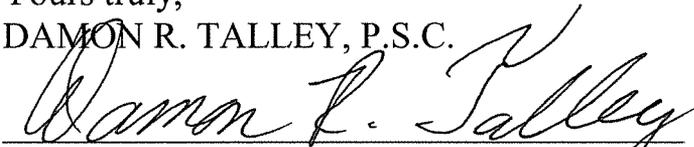
PUBLIC SERVICE
COMMISSION

RE: Case No. 2005- 00433
Transfer Application
Proposed Transfer of Stock from
Nuon Global Solutions USA BV to
Hydro Star, LLC

Dear Ms. O'Donnell:

Enclosed for filing are the original and eight (8) copies of the Joint Applicants' Response to the Attorney General's Request for Information.

Yours truly,
DAMON R. TALLEY, P.S.C.


DAMON R. TALLEY, ATTORNEY FOR
JOINT APPLICANTS

DRT:ms

Enclosures

cc: David Spenard, Attorney General's Office

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:

THE JOINT APPLICATION OF)
NUON GLOBAL SOLUTIONS USA, BV,)
NUON GLOBAL SOLUTIONS USA, INC.,)
AIG HIGHSTAR CAPITAL II, LP,)
HYDRO STAR, LLC, UTILITIES, INC.)
AND WATER SERVICE CORPORATION)
OF KENTUCKY FOR APPROVAL OF AN)
INDIRECT CHANGE IN CONTROL)
OF A CERTAIN KENTUCKY UTILITY)
PURSUANT TO THE PROVISIONS OF)
KRS 278.020 (5) AND (6) AND)
807 KAR 5:001 (8))

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PUBLIC SERVICE
COMMISSION

CASE No. 2005-00433

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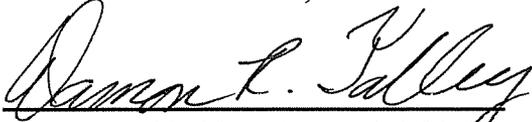
RESPONSE OF JOINT APPLICANTS
TO ATTORNEY GENERAL'S
REQUEST FOR INFORMATION

*** **

Come the Joint Applicants, Nuon Global Solutions USA B.V. (“Nuon BV”), Nuon Global Solutions USA, Inc. (“Nuon USA”), AIG Highstar Capital II, LP (“Highstar”) Hydro Star, LLC (“Hydro Star”), Utilities, Inc. (“Utilities”) and Water Service Corporation of Kentucky (“Water Service”), (the “Joint Applicants”), and for their Response to the Attorney General’s Request for Information, state as shown on the following pages:

Respectfully submitted this 20th day of December, 2005.

DAMON R. TALLEY, P.S.C.

BY: 
DAMON R. TALLEY

DAMON R. TALLEY, P.S.C.

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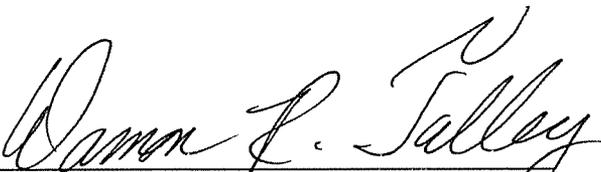
**COUNSEL FOR NUON BV, NUON
USA, HIGHSTAR, HYDRO STAR,
UTILITIES, INC. AND WATER
SERVICE**

drtalley@alltel.net

CERTIFICATE OF SERVICE

This is to certify that a true copy of the foregoing pleading was served by first class U. S. Mail, postage prepaid, or hand delivered, this 20th day of December, 2005 to the following:

Honorable David E. Spenard
Assistant Attorney General
1024 Capital Center Drive, Suite 200
Frankfort, KY 40601-8204


DAMON R. TALLEY

Attorney General's
Request for Information

1. RE: Joint Application. The Attorney General requests that the Joint Applicants affirm all of their commitments made in Kentucky Public Service Commission Case No. 2005-00323. If not or a commitment is not affirmed, then identify each change and provide a discussion explaining the change for the commitment.

RESPONSE: The Joint Applicants hereby affirm all the commitments made by them in Kentucky PSC Case No. 2005-00323.

WITNESSES: **John Stokes**, Managing Director, AIG Highstar Capital II. LP (“Highstar”) and President of Hydro Star, LLC (“Hydro Star”) and **Steven M. Lubertozi**, Director of Regulatory Accounting, Utilities, Inc. (“Utilities”).

2. RE: Joint Application. Please provide an update to AG 1 – 22 from Case No. 2005-00323 (approvals by other authorities). Please continue to supplement the response to sub-part “e” of this request for the duration of Kentucky Public Service Commission Case No. 2005-00433.

RESPONSE: To date, the Joint Applicants have received approvals from the following regulatory authorities:

Sarasota County, Florida
Louisiana
Mississippi
Tennessee
Virginia

A copy of each of these approvals is attached as part of the Joint Applicants’ Response to Question 5 of the Commission Staff’s First Data Request.

The other updated information is also attached to the Joint Applicants’ Response to Question 5 of the Commission Staff’s First Data Request.

The Joint Applicants will continue to supplement this response and will provide a copy of each approval from other regulatory authorities as they are obtained.

WITNESS: Steven M. Lubertozi